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Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

DATE: May 22, 2001

TO: Louise Flemming-Jackson, Division of Corporations

FROM: *BF* Bill Lott, Division of Banking

SUBJECT: Article Amendment – Heritage Bank of Florida
Lutz, Florida

Please file the enclosed amendment to the Articles of Incorporation of Heritage Bank of Florida, Lutz, Florida, at your earliest convenience.

Please make the following distribution of the certified copies:

100004316371--5

-05/25/01-01003-022
*****8.75 *****8.75

(1) Return one (1) copy to: Division of Banking
Fletcher Building, Suite 636
101 East Gaines Street
Tallahassee, Florida 32399-0350

100004316371--5

-05/25/01-01003-023
*****43.75 *****43.75

(2) Mail one (1) copy to: Jeremy P. Ross, Esq.
Bush, Ross, Gardner, Warren & Rudy, P.A.
Post Office Box 3913
Tampa, Florida 33601

Also enclosed are two (2) checks totaling \$52.50 representing the filing and certified copy fees. If you have any questions, please contact me at (850) 410-9111.

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 PM12:45

Amendment
LFS

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HERITAGE BANK OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 MAY 24 PM 12:45

HERITAGE BANK OF FLORIDA, INC., a Florida commercial banking corporation (the "Bank"), hereby certifies as follows:

1. Article V to the Bank's Articles of Incorporation presently requires, in accordance with applicable state banking law, that the minimum number of directors shall not be fewer than five. However, that Article also requires that the "directors shall be divided into two classes of four directors each and hold office for a term of two years". That provision appears to require the continuation of an eight person board of directors, notwithstanding that the Bank's bylaws, at Article II, Section 1, indicate that the board size may be between five and ten, with the directors being entitled to fix the actually number within those limits.

2. To correct that apparent inconsistency, the existing Article V is deleted in its entirety and is replaced with the following material, which is also designated as Article V:

ARTICLE V

The number of directors of the Corporation shall not be fewer than five. A majority of the full board of directors may, at any time during the year following any annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

3. The foregoing amendment shall become effective following its approval by the Office of the Comptroller, Department of Banking and Finance, and as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the banking and corporation laws of the State of Florida.

4. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1003 and .1006, Florida Statutes, the Bank's Board of Directors having recommended the same to the Bank's shareholders; the Bank having timely notified each shareholder of the scheduling of an annual shareholder meeting at which the amendment would be considered and voted upon; a copy of the amendment having been included in a proxy statement that accompanied such notice; such meeting having been properly convened and conducted on Thursday, April 26, 2001; and the number of votes cast in favor of the amendment having been sufficient for its approval.

In Witness Whereof, HERITAGE BANK OF FLORIDA, INC. has caused these Articles of

Amendment to be prepared under the signature of its President this 2nd day of May 2001.

HERITAGE BANK OF FLORIDA, INC.

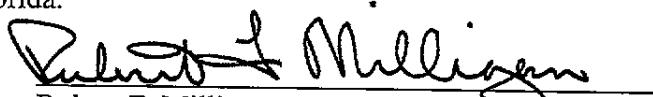
By: 

Richard E. Adams, President

APPROVAL OF ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HERITAGE BANK OF FLORIDA
BY THE

OFFICE OF THE COMPTROLLER, DEPARTMENT OF BANKING AND FINANCE

The foregoing Articles of Amendment to the Articles of Incorporation of Heritage Bank of Florida are approved by the Office of the Comptroller, Department of Banking and Finance, this 14th day of May 2001 at Tallahassee, Florida.



Robert F. Milligan, Comptroller of the State of Florida and Head of the Department of Banking and Finance

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